

- 64. Hewitt
- 65. Jones Day Reavis & Pogue
- 66. Russell Reynolds
- 67. Marsh Inc.

EXHIBIT A(ix)

Investment Bankers During Last 3 Years

1. Bear Stearns
2. Lazard Freres
3. Credit Suisse First Boston Company
4. Merrill Lynch Pierce Fenner & Smith, Inc.
5. JP Morgan Chase

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EXHIBIT A(x)

Parties to Significant Contracts & Leases²

1. Avista Corporation;
2. Bonneville Power Administration
3. Colorado Interstate Gas
4. Colstrip Unit 4 Lease Management Division of NorthWestern Energy
5. Duke Energy
6. Duke Energy Trading & Marketing
7. East River Electric Cooperative, Inc.
8. Encana
9. Havre Pipeline
10. Idaho Power Company, a division of Idaho Power Company, a division of Idacorp, Inc.
11. Montana-Dakota Utilities Co., a division of MDU Resources Group, Inc.
12. NOVA Gas Transmission Ltd.
13. Otter Tail Power Company, a division of Otter Tail Corporation
14. PacifiCorp
15. PPL Montana
16. Puget Sound Energy
17. West Central Electric Cooperative
18. Western Area Power Administration

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19. Williston Basin Interstate Pipeline
20. Xcel Energy Inc.

(...continued)

² [Need info re: critical vendors with regards to executory contracts]

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EXHIBIT A(xi)

Insurers

1. AEGIS (Associated Electric and Gas Insurance Services Ltd.)
2. AON Risk Services of Minnesota and Financial Service Inc.
3. Centennial Insurance Company
4. Continental Casualty Company
5. Federal Insurance Company
6. Greenwich Insurance Company
7. Lloyd's of London
8. Lumbermen's Mutual Casualty Company
9. The South Dakota Life and Health Insurance Guaranty Association
10. Underwriters Insurance Company
11. United States Fidelity and Guaranty Company

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EXHIBIT A(xii)

Indenture Trustees

1. JPMorgan Chase Bank
2. Marya Beth Lewicki, an individual
3. The Bank of New York
4. U.S. Bank National Association
5. The First National Bank of Chicago
6. Wilmington Trust Company
7. Citibank, N.A.

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EXHIBIT A(xiii)

Other Significant Relationships

1. Avaya, Inc.
2. Congress Financial
3. Lucent Technologies' Enterprise Network Group
4. TouchAmerica Holdings, Inc.
5. U.S. Bank N.A.

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EXHIBIT B

Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
Section A: Debtors' non-debtor affiliates		
None.		
Section B Shareholders/Equity Holders		
Putnam Investment Management	Marsh & McLennan Companies	Active General Representation ³
Goldman Sachs In-House	Goldman Sachs Group	Active General Representation
BZW Securities Ltd.	Barclays plc UK	Active General Representation
Barclays Global Investors, N.A.	Barclays plc UK	Active General Representation
The Vanguard Group	The Vanguard Group	Inactive Client
Boulder Investment Advisers	Boulder Total Return Fund	Active General Representation
Pequot Capital Management, Inc.	Pequot Capital Management, Inc.	Inactive Client
State Street Global Advisors	State Street Corp	Active General Representation
Dimensional Fund Advisors, Inc.	Dimensional Fund Advisors, Inc.	Inactive Client
Teacher Retirement System of Texas	Teacher Retirement System of Texas	Inactive Client
Morgan Stanley Investment Management	Morgan Stanley	Active General Representation
6.95% notes due 11/15/28		
Travelers Investment Management Co. (TIMCO)	Travelers Property Casualty Corp.	Inactive Client
Oaktree Capital Management LLC	Oaktree Capital Management LLC	Active General Representation
John Hancock Advisers Inc.	John Hancock Financial Services	Inactive Client
MW Post Advisory Group LLC	MW Post Advisory Group LLC	Inactive Client
	Metropolitan West Financial Inc.	Active General Representation

³ Active General Representation means corporate or real estate transactional, litigation, tax or employment work unrelated to the Debtor and its affiliates.

Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
Goldman Sachs Asset Management (UK)	Goldman Sachs Group Inc.	Active General Representation
Farmer's Mutual Insurance Co. of Noble County	Zurich Versicherings	Inactive Client
7.785% Notes Due 3/15/07		
Allianz of America Inc.	Allianz of America Inc.	Inactive Client
	Allianz Aktiengesellschaft	Inactive Client
Sun Life Assurance Company of Canada	Sun Life Assurance Company of Canada	Inactive Client
SAFECO Asset Management Inc.	SAFECO Corp	Inactive Client
Nationwide Insurance Companies	Nationwide Mutual Insurance Co	Inactive Client
American Express Asset Management	American Express Co.	Inactive Client
Oaktree Capital Management LLC	Oaktree Capital Management LLC	Active General Representation
Travelers Investment Management Co (TIMCO)	Travelers Property Casualty Corp.	Inactive Client
UBS Global Asset Management	UBS AG	Active General Representation
Nomura International PLC	Nomura Holding	Active General Representation
John Hancock Advisers Inc.	John Hancock Financial Services	Inactive Client
Merrill Lynch Global Securities	Merrill Lynch & Co	Active General Representation
MW Post Advisory Group LLC	MW Post Advisory Group LLC	Inactive Client
	Metropolitan West Financial Inc.	Active General Representation
CIGNA Retirement & Investment Management Co.	Cigna Corp	Inactive Client
Atlantic Asset Management	Mizuho Holdings	Active General Representation
Summit Investment Partners	Summit Asset Management LLC	Inactive Client
T Rowe Price Associates Inc.	T Rowe Price Associates Inc.	Inactive Client
GMS Group LLC	GMS Group LLC	Inactive Client
Lazard Asset Management LLC	Lazard Feres & Co.	Inactive Client
Wellington Management Co.	Wellington Management Co.	Inactive Client
Societe Generale USA	Societe Generale USA	Active General Representation
Pepsi Bottling Company of Selma	PepsiCo	Inactive Client
8.75% Notes Due 3/15/12		
Hedge Funds custodied at Bear Stearns	Bear Stearns	Active General Representation

Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
Travelers Investment Management Co. (TIMCO)	Travelers Property Casualty Corp	Inactive Client
Oaktree Capital Management LLC	Oaktree Capital Management LLC	Active General Representation
American Express Asset Management	American Express Co	Inactive Client
John Hancock Advisers Inc.	John Hancock Financial Services	Inactive Client
Putnam Investments LLC	Putnam Investments LLC	Inactive Client
	Marsh & McLennan	Inactive Client
Provident Investment Management LLC	UnumProvident	Active General Representation
Ohio National Life Insurance Co	Ohio National Life Insurance Co	Inactive Client
Pacific Investment Management Company (PIMCO)	Pacific Investment Management Company (PIMCO)	Inactive Client
	Allianz Aktiengesellschaft	Inactive Client
T Rowe Price Associates Inc.	T Rowe Price Associates Inc.	Inactive Client
Merrill Lynch Investment Managers	Merrill Lynch & Co	Active General Representation
Hartford Investment Management Co	Hartford Financial Services Group	Inactive Client
MW Post Advisory Group LLC	MW Post Advisory Group LLC	Active General Representation
	Metropolitan West Financial Inc.	Inactive Client
Credit Suisse First Boston	Credit Suisse Group	Active General Representation
BlackRock Inc.	PNC Financial Services Group	Inactive Client
Goldman Sachs Asset Management (US)	Goldman Sachs Group Inc.	Active General Representation
Lockheed Martin Investment Management Co	Lockheed Martin Investment Management Co	Inactive Client
Mizuho International PLC	Mizuho Holdings	Active General Representation
UBS Global Asset Management	UBS AG	Active General Representation
Gartmore Global Partners	Nationwide Mutual Insurance	Inactive Client
Angelo Gordon & Co	Angelo Gordon & Co	Inactive Client
Wellington Management Company LLP	Wellington Management Company LLP	Inactive Client
MBIA Capital Management	MBIA Capital Management	Inactive Client
	MBIA Inc..	Inactive Client
Sun Life Assurance of Canada	Sun Life Assurance of Canada	Inactive Client
CIGNA Retirement & Investment Management	Cigna Corp	Inactive Client
Lazard Asset Management	Lazard Feres & Co.	Inactive Client
Bank of Hawaii Investment Services	Bank of Hawaii Corp.	Inactive Client

Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
8.45% Preferred Security Due 12/31/36		
Mellon HBV Alternative Strategies LLC	Mellon Financial Corp.	Inactive Client
Spear Leeds & Kellogg	Goldman Sachs	Active General Representation
MW Post Advisory Group LLC	MW Post Advisory Group LLC	Inactive Client
	Metropolitan West Financial Inc.	Active General Representation
JP Morgan Securities - Asian	JP Morgan Securities -Asian	Inactive Client
	JP Morgan Chase & Co	Active General Representation
8.125% Preferred Security Due 9/30/25		
USBancorp Piper Jaffray Ventures	US Bancorp	Active General Representation
7.20% Preferred Security Due 12/31/38		
Paloma Partners Management	Paloma Partners Management	Inactive Client
USBancorp Piper Jaffray Ventures	US Bancorp	Active General Representation
Synovus Trust Co	Synovus Trust Co	Inactive Client
Pacific Advisors Inc.	Pacific Global Investment Management Company	Inactive Client
8.25% Preferred Security Due 12/15/31		
Paloma Partners Management	Paloma Partners Management	Inactive Client
8.10% Preferred Security Due 1/15/32		
Paloma Partners Management	Paloma Partners Management	Inactive Client
MW Post Advisory Group LLC	MW Post Advisory Group LLC	Inactive Client
	Metropolitan West Financial Inc.	Inactive Client
USBancorp Piper Jaffray Ventures	US Bancorp	Active General Representation
Park National Bank	Park National Bank	Inactive Client
Section C: Current directors and officers		

Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
Eric Jacobsen	Northwestern Corp.	Active General Representation
Alan Dietrich	Northwestern Corp.	Active General Representation
Section D, former directors/officers		
None.		
Section E: Unsecured Creditors		
ABN Amro	ABN Amro Bank	Inactive Client
	ABN Amro Holding NV	Inactive Client
Admirals Club	AMR Corporation	Active General Representation
AIG Life Insurance	American International Group	Inactive Client
Airborne Express	Airborne Express	Inactive Client
	Airborne Inc.	Active General Representation
American Arbitration Association Inc.	American Arbitration Association Inc.	Active General Representation
American Bank Note Company	American Bank Note Company	Inactive Client
	American Banknote Corp.	Inactive Client
American Express	American Express	Inactive Client
American Express Co.	American Express Co.	Inactive Client
Amerus Life	Amerus Life Insurance	Inactive Client
	Amerus Group	Inactive Client
AON Consulting Inc.	Aon Corp.	Inactive Client
Aramark Uniform Services Inc.	Aramark Uniform Services Inc.	Inactive Client
Argus Leader	Gannett Co.	Inactive Client
Arthur Andersen LLP	Arthur Andersen LLP	Inactive Client
	Andersen Worldwide Societe Cooperative	Inactive Client
AT&T	AT&T Corp.	Active General Representation
AT&T Teleconference Services	AT&T Corp.	Active General Representation
AT&T Wireless	AT&T Wireless	Inactive Client
	AT&T Corp.	Active General Representation
Bankers Trust Company	Bankers Trust Company	Inactive Client
	Deutsche Bank AG	Active General Representation
Bear, Stearns & Co. Inc.	Bear, Stearns & Co. Inc.	Inactive Client

Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
	Bear Stearns Companies Inc.	Active General Representation
Bearing Point, Inc.	Bearing Point, Inc.	Inactive Client
Bearingpoint	Bearingpoint	Inactive Client
Blue Ocean Software Inc.	Intuit Inc.	Inactive Client
Budget Rent-A-Car	Budget Rent-A-Car	Inactive Client
	Cendant Corporation	Active General Representation
Business Week	McGraw Hill Companies Inc.	Active General Representation
California Division Of Collections	State of California	Active General Representation
California Franchise Tax Board	State of California	Active General Representation
California Secretary Of State	State of California	Active General Representation
CalPERS	CalPERS	Inactive Client
	State of California	Active General Representation
Cambridge Energy Research Assoc	Clayton, Dubilier & Rice Inc.	Inactive Client
CCBN.com Inc.	CCBN	Inactive Client
Cendant Financial Mobility Services	Cendant Corporation	Active General Representation
Chicago Title Insurance Company	Chicago Title Insurance Company	Inactive Client
	Fidelity National Financial Inc.	Active General Representation
CIBC World Markets Corp	Canadian Imperial Bank of Commerce	Active General Representation
CITY OF PHILADELPHIA	City of Philadelphia Board of Pensions	Inactive Client
Coca Cola Bottling Co.	Coca Cola Bottling Co.	Inactive Client
	Coca Cola Company	Active General Representation
Compuware Corporation	Compuware Corporation	Inactive Client
Corporate Express	Corporate Express	Inactive Client
	Buhrmann NV	Inactive Client
Credit Suisse First Boston	Credit Suisse First Boston	Inactive Client
	Credit Suisse Group	Active General Representation
Culligan Water Conditioning	Vivendi Universal SA	Active General Representation
Dell Computer Corporation	Dell Computer Corporation	Active General Representation
Dell Marketing LP	Dell Computer Corp.	Active General Representation
Deloitte & Touche	Deloitte & Touche	Inactive Client

Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
	Deloitte Touche Tohmatsu International	Inactive Client
Deloitte & Touche Consulting	Deloitte Touche Tohmatsu International	Inactive Client
Deloitte & Touche LLP	Deloitte & Touche LLP	Inactive Client
	Deloitte Touche Tohmatsu International	Inactive Client
Deloitte & Touche Tax	Deloitte Touche Tohmatsu International	Inactive Client
Deloitte & Touche Tax Technologies	Deloitte Touche Tohmatsu International	Inactive Client
Deutsche Bank Trust Co. Americas	Deutsche Bank Trust Co. Americas	Inactive Client
	Deutsche Bank AG	Active General Representation
Dewey Ballantine LLP	DEWEY BALLANTINE LLP	Inactive Client
Diner's Club	Diner's Club	Inactive Client
DirectTV	DirectTV	Inactive Client
	General Motors Corporation	Active General Representation
Dow Jones & Company	Dow Jones & Company	Inactive Client
DRIP & TMSPP Wells Fargo Bank	Wells Fargo & Company Inc.	Active General Representation
DTC	The Depository Trust Company	Inactive Client
Duff & Phelps, LLC	Duff & Phelps, LLC	Inactive Client
	Phoenix Companies Inc.	Inactive Client
Dun & Bradstreet	Dun & Bradstreet	Inactive Client
	Dun & Bradstreet Corporation	Active General Representation
E*TRADE BUSINESS SOLUTIONS	E*Trade Group Inc.	Inactive Client
Edison Electric Institute	Edison Electric Institute	Active General Representation
Eric R. Jacobsen	Northwestern Corporation	Active General Representation
Ernst & Young LLP	Ernst & Young LLP	Active General Representation
Fed Payroll Taxes Wells Fargo Bank	Wells Fargo & Company Inc.	Active General Representation
Federal Express Corp	Federal Express Corp	Inactive Client
First National Bank	First National Bank	Inactive Client
Florida Department of State	State of Florida	Active General Representation
Forbes Magazine	Forbes Magazine	Inactive Client
Ford Motor Credit Company	Ford Motor Credit Company	Inactive Client
	Ford Motor Company	Active General Representation

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Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
Fortune	AOL Time Warner Inc.	Active General Representation
Gavin Anderson & Company	Omnicom Group Inc.	Active General Representation
GE Corporate Card Services	General Electric Co. Inc.	Active General Representation
Georgia Department of Revenue	State of Georgia	Active General Representation
Gibson, Dunn & Crutcher LP	Gibson, Dunn & Crutcher LP	Inactive Client
GMAC	GMAC	Inactive Client
	General Motors Corp.	Active General Representation
Greenberg-Traurig	Greenberg-Traurig	Inactive Client
Hartford Life Insurance Company	Hartford Life Insurance Company	Inactive Client
	Hartford Financial Services Group Inc.	Inactive Client
Heidrick & Struggles Inc.	Heidrick & Struggles Inc.	Inactive Client
Hertz East Ridge Rentals	Hertz Company	Inactive Client
	Ford Motor Company	Active General Representation
IBM	IBM	Active General Representation
Idea Integration	MPS Group	Active General Representation
Ingram Micro	Ingram Micro	Inactive Client
Internal Revenue Service	United States of America	Active General Representation
John Stuart	John J. Stuart	Inactive Client
Jones, Day, Reavis & Pogue	Jones, Day, Reavis & Pogue	Inactive Client
JP Morgan Chase Bank	JP Morgan Chase Bank	
	JP Morgan Chase & Co.	Active General Representation
Junior Achievement	Junior Achievement League of Southern California	Pro-Bono Representation
Kelly Services Inc.	Kelly Services Inc.	Inactive Client
KPMG LLP	KPMG LLP	Inactive Client
Krispy Kreme Donuts	Great Circle Family Foods LLC	Active General Representation
Latham & Watkins	Latham & Watkins	Inactive Client
Lazard Freres & Co. LLC	Lazard Freres & Co. LLC	Inactive Client
Lexis Nexis	Reed Elsevier	Inactive Client
Lexis Nexis Mathew Bender	Reed Elsevier	Inactive Client
Lockton Companies	Lockton Companies	Inactive Client
Manpower	Manpower	Inactive Client
Marquette Bank	Wells Fargo & Co.	Active General Representation

Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
Marsh	Marsh & McLennan	Active General Representation
Marsh USA INC	Marsh USA INC	Inactive Client
	Marsh & McLennan	Active General Representation
MCI	MCI	Inactive Client
Mellon Leasing Corporation	Mellon Financial Corporation	Inactive Client
Mercedes Benz Credit Corp	DaimlerChrysler AG	Active General Representation
Mercer		Active General Representation
Merrill Communications, LLC.	Credit Suisse Group	Active General Representation
Merrill Corporation	Credit Suisse Group	Active General Representation
Merrill Lynch	Merrill Lynch	Active General Representation
Merry Maids	ServiceMaster	Inactive Client
Missouri Department of Revenue	Missouri Department of Revenue	Inactive Client
Missouri Director of Revenue	Missouri Director of Revenue	Inactive Client
Missouri Secretary of State	Missouri Secretary of State	Inactive Client
Monitor Liability Managers, Inc.	WR Berkley	Active General Representation
Monster.com	TMP Worldwide	Inactive Client
Montana Power	Northwestern Corp.	Active General Representation
Motient	Motient	Inactive Client
New York Stock Exchange Inc.	New York Stock Exchange Inc.	Inactive Client
Nordea Bank	Nordea Bank	Active General Representation
Office Max Credit Plan	OfficeMax Inc.	Inactive Client
Pennsylvania Dept of Revenue	Commonwealth of Pennsylvania	Active General Representation
Pepsi Cola Company of S Falls	PepsiCo	Inactive Client
PepsiAmericas	PepsiCo	Active General Representation
Pepsi-Cola Bottling Co.	PepsiCo	Inactive Client
Pitney Bowes	Pitney Bowes	Inactive Client
Pitney Bowes Credit Corp	Pitney Bowes Credit Corp	Inactive Client
	Pitney Bowes Inc.	Inactive Client
Pitney Bowes Inc.	Pitney Bowes Inc.	Inactive Client
Pitney Bowes Purchase Power	Pitney Bowes Inc.	Inactive Client
PR Newswire Inc.	PR Newswire Inc.	Inactive Client
	United Business Media plc	Active General Representation
Prentice Hall	Prentice Hall	Inactive Client

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Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
	National Amusements Inc.	Active General Representation
Pricewaterhousecoopers LLP	Pricewaterhousecoopers LLP	Active General Representation
Principal Financial Group	Principal Financial Group	Inactive Client
Qwest	Qwest	Active General Representation
Qwest Corporation	Qwest Corporation	Active General Representation
Qwest Interprise	Qwest Interprise	Active General Representation
RIA Group	Thomson Corporation	Inactive Client
Richard L. Smith	Richard L. Smith	Active General Representation
Richard Shelton	CIT Fund Group	Inactive Client
Richards, Layton & Finger	Richards, Layton & Finger	Inactive Client
RSM McGladrey, Inc.	H&R Block	Active General Representation
Russell Reynolds Assoc Inc.	Russell Reynolds Assoc Inc.	Inactive Client
Salomon Smith Barney Inc.	Salomon Smith Barney Inc.	Inactive Client
	Citigroup Inc.	Active General Representation
Servicemaster of Sioux Falls	ServiceMaster Industries	Inactive Client
Siemens Power Transmission	Siemens AG	Active General Representation
Society for Human Resource Mng	Society for Human Resource Mng	Inactive Client
South Carolina Dept of Revenue	State of South Carolina	Inactive Client
South Carolina State Treasurer	State of South Carolina	Inactive Client
Spherion Corporation	Spherion Corporation	Active General Representation
Sprint	Sprint	Inactive Client
St Paul Surety Co	St Paul Companies	Inactive Client
Standard & Poors Corporation	Standard & Poors Corporation	Inactive Client
	McGraw-Hill companies	Active General Representation
Standard & Poor's/Platt's/JJ Kenny	McGraw-Hill companies	Active General Representation
Star Tribune	McClatchy Newspapers	Inactive Client
State of California	State of California	Active General Representation
Staybridge Suites Plantation	Six Continents plc	Active General Representation
Stinson, Mag & Fizzell	Stinson, Mag & Fizzell	Inactive Client
Tech Data Corporation	Tech Data Corporation	Inactive Client
Teksystems	Teksystems	Inactive Client
Texas State Comptroller	Texas State Comptroller	Inactive Client
The Bank of New York	The Bank of New York	Inactive Client

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Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
The Bureau of National Affairs	The Bureau of National Affairs	Inactive Client
The Depository Trust Company	The Depository Trust Company	Inactive Client
The Global Consulting Group	The Global Consulting Group	Inactive Client
The Kansas City Star	Knight-Ridder	Inactive Client
The Ritz-Carlton Golf Resort	Marriott International	Active General Representation
The Wall Street Journal	Dow Jones & Co.	Inactive Client
Thelen Reid & Priest LLP	Thelen Reid & Priest LLP	Inactive Client
Thompson Coburn	Thompson Coburn	Inactive Client
Thomson Financial/Carson	Thomson Corp	Inactive Client
Thomson West	Thomson Corp	Inactive Client
Thomson West Payment Center	Thomson Corp	Inactive Client
Tmp Worldwide Executive Search	TMP Worldwide Inc.	Inactive Client
Towers Perrin	Towers Perrin	Inactive Client
Travelers Insurance	Travelers Insurance	Inactive Client
US Bancorp	US Bancorp	Active General Representation
UBS Paine Webber Inc.	UBS Paine Webber Inc.	Inactive Client
	UBS AG	Active General Representation
United Parcel Service	United Parcel Service	Active General Representation
Universal Card	AT&T Corp.	Active General Representation
Universal Card	AT&T Corp.	Active General Representation
UPS Logistics Group	UPS Logistics Group	Inactive Client
	United Parcel Service	Active General Representation
US Bancorp Card Services Inc.	US Bancorp	Inactive Client
US Bank	US BANK	Inactive Client
	US Bancorp	Inactive Client
US Post Office-Sioux Falls	United States of America	Active General Representation
US Postal Service	United States of America	Active General Representation
Verizon Wireless	Verizon Wireless	Active General Representation
	Verizon Communications	Active General Representation
	Vodafone Group	Active General Representation
Vinson & Elkins	Vinson & Elkins	Inactive Client
Visa	Visa	Inactive Client
Washington Group International Inc.	Washington Group International Inc.	Inactive Client

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Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
Wells Fargo Bank	Wells Fargo Bank	Active General Representation
	Wells Fargo & Co.	Active General Representation
Wells Fargo Bank South Dakota	Wells Fargo & Co.	Active General Representation
Wells Fargo Card Services	Wells Fargo & Co.	Active General Representation
Wells Fargo Corporate Card	Wells Fargo & Co.	Active General Representation
Wells Fargo Shareowner Services	Wells Fargo & Co.	Active General Representation
West Group	Thomson Corporation	Inactive Client
William M Mercer Inc.	William M Mercer Inc.	Inactive Client
	Marsh & McLennan	Active General Representation
Wilmington Trust Company	Wilmington Trust Company	Active General Representation
Xerox Corporation	Xerox Corporation	Inactive Client
		Active General Representation
Federal Energy Regulatory Commission	United States of America	Active General Representation
Harris Corporation	Harris Corporation	Active General Representation
Washington Group International Inc.	Washington Group International Inc.	Inactive Client
Ingram Micro Inc.	Ingram Micro Inc.	Inactive Client
Verizon Wireless Bellevue	Verizon Communication	Active General Representation
XPEDX	International Paper	Inactive Client
GE Support Services LP	General Electric Company Inc.	Active General Representation
Qwest	Qwest	Active General Representation
ADP Investors Communication Service	Automatic Data Processing Inc.	Inactive Client
Southern States Inc.	Allied Waste	Inactive Client
Wells Fargo Shareowner Services	Wells Fargo & Co.	Active General Representation
AT&T Corp.	AT&T Corp.	Active General Representation
Section F: Secured Creditors and Lienholders		

Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
Credit Suisse First Boston	Credit Suisse First Boston	Active General Representation
	Credit Suisse Group	Active General Representation
UBS AG	UBS AG	Active General Representation
Foothill Income Trust LP	Foothill Income Trust LP	Inactive Client
	Wells Fargo & Co	Active General Representation
Ableco Finance LLC	Ableco Finance LLC	Active General Representation
	Cerberus Partners LP	Active General Representation
Long Lane Master Trust IV	FleetBoston	Active General Representation
Canadian Imperial Bank of Commerce	Canadian Imperial Bank of Commerce	Active General Representation
Black Diamond Intl Funding, Ltd.	Black Diamond Capital Management	Inactive Client
Sunamerica Life Insurance Co	American International Group	Active General Representation
Black Diamond 1998-1	Black Diamond Capital Management	Inactive Client
Black Diamond CLO 2000-1 LTD	Black Diamond Capital Management	Inactive Client
Syndicated Loan Funding Trust	Northern Trust	Inactive Client
Goldman Sachs Credit PTS LP	Goldman Sachs Credit PTS LP	Active General Representation
	Goldman Sachs & Co	Active General Representation
Elf Funding Trust I	Highland Capital Management	Inactive Client
Highland Legacy LTD	Highland Capital Management	Inactive Client
Section G: Significant Professionals of the Debtors		
Bracewell & Patterson LLP	Bracewell & Patterson LLP	Inactive Client
Davis Wright Tremaine LLP	Davis Wright Tremaine LLP	Inactive Client
Gray Cary Ware & Freidenrich LLP	Gray Cary Ware & Freidenrich LLP	Inactive Client
Gust Rosenfeld P.L.C.	Gust Rosenfeld P.L.C.	Inactive Client
Jackson Lewis Schnitzler & Krupman	Jackson Lewis Schnitzler & Krupman	Inactive Client
Pillsbury Madison & Sutro LLP	Pillsbury Madison & Sutro LLP	Inactive Client
	Pillsbury Winthrop	Active General Representation
Preston Gates Ellis LLP	Preston Gates Ellis LLP	Inactive Client

Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
Reinhart, Boerner	Reinhart, Boerner	Inactive Client
Sidley, Austin	Sidley, Austin	Active General Representation
Skadden, Arps, Slate, Meagher & Flom LLP	Skadden, Arps, Slate, Meagher & Flom LLP	Active General Representation
Squire Sanders & Dempsey L.L.P.	Squire Sanders & Dempsey L.L.P.	Active General Representation
Deloitte & Touche	Deloitte Touche Tohmatsu	Inactive Client
Gibson Dunn & Crutcher	Gibson Dunn & Crutcher	Inactive Client
PWC	PriceWaterhouseCoopers	Active General Representation
D&T	Deloitte Touche Tohmatsu	Active General Representation
KPMG	KPMG	Active General Representation
Gavin Anderson	Omnicom	Active General Representation
Hewitt	Hewitt Associates	Inactive Client
Jones Day Reavis & Pogue	Jones Day Reavis & Pogue	Inactive Client
Russell Reynolds	Russell Reynolds	Inactive Client
Marsh	Marsh	Active General Representation
Section H: Investment Bankers for Debtors during last three years		
Bear Stearns	Bear Stearns Companies	
Lazard Feres	Lazard Feres & Co.	Inactive Client
Section I Parties to Significant Contracts & Leases		
Bonneville Power Administration	United States of America	Active General Representation
Colorado Interstate Gas	El Paso Energy	Inactive Client
Colstrip Unit 4 Lease Management Division of NorthWestern Energy	Colstrip Energy LP	Inactive Client
	Pacific Gas & Electric	Inactive Client
Duke Energy Corp.	Duke Energy Corp.	Active General Representation
	Duke Energy	Active General Representation
Duke Energy Trading & Marketing	Duke Energy Corp.	Active General Representation

Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
	Duke Energy Trading & Marketing	Active General Representation
NOVA Gas Transmission Ltd.	Alberta Natural Gas	Inactive Client
PPL Montana	Pennsylvania Power & Light Co	Inactive Client
West Central Electric Cooperative	Rushmore Electric	Inactive Client
Western Area Power Administration	United States of America	Active General Representation
Xcel Energy Inc.	Xcel Energy Inc.	Inactive Client
Section J: Insurers of the Debtors		
AON Risk Services of Minnesota and Financial Service Inc.	AON Corp.	Inactive Client
Chubb Corporation	Chubb Corporation	Inactive Client
Continental Casualty Company	Loews Corp.	Inactive Client
Federal Insurance Company	Chubb Corp.	Inactive Client
Greenwich Insurance Company	XL Capital Ltd	Active General Representation
Lloyd's of London	Lloyd's of London	Inactive Client
Lumbermen's Mutual Casualty Company	Kemper Insurance Companies	Inactive Client
The Hartford	Hartford Life Insurance	Active General Representation
	Hartford Financial Services	Active General Representation
	Hartford Financial Services Group	Active General Representation
National Union	National Union Fire Insurance	Inactive Client
	American International Group	Inactive Client
United States Fidelity and Guaranty Company	St Paul Companies	Inactive Client
Section K: Indenture Trustees		
JPMorgan Chase Bank	JP Morgan Chase & Co.	Active General Representation
Bank of New York	Bank of New York Company Inc.	Inactive Client
US Bank National Association	US Bancorp	Inactive Client
First National Bank of Chicago	Bank One Corporation	Inactive Client
Wilmington Trust Company	Wilmington Trust Company	Active General Representation
Citibank N.A.	Citibank N.A.	Inactive Client
	Citigroup	Active General Representation

Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
Section L: Parties to Significant Actual or Known Potential Litigation		
Plaintiffs		
None.		
Defendants		
A.G. Edwards Investment Management Consulting Services, Inc.	A.G. Edwards Investment Management Consulting Services, Inc.	Inactive Client
Credit Suisse First Boston Corporation	Credit Suisse Group	Active General Representation
Gary G. Drook	Gary G. Drook	Pro-Bono Representation
Goldman Sachs & Co.	Goldman Sachs & Co.	Inactive Client
	Goldman Sachs Group Inc.	Active General Representation
Goldman Sachs Group Inc.	Goldman Sachs Group Inc.	Active General Representation
Merrill Lynch Pierce Fenner & Smith, Inc.	Merrill Lynch Pierce Fenner & Smith, Inc.	Inactive Client
	Merrill Lynch & Co.	Active General Representation
Milbank Tweed Hadley & McCloy LLP	Milbank Tweed Hadley & McCloy LLP	Inactive Client
Montana Power Co.	Northwestern	Active General Representation
Montana Power LLC	Northwestern	Active General Representation
Morgan Stanley & Co., Inc.	Morgan Stanley & Co., Inc.	Inactive Client
	Morgan Stanley	Active General Representation
Northern Trust Corporation	Northern Trust Corporation	Inactive Client
NorthWestern Capital Financing I	Northwestern	Active General Representation
NorthWestern Capital Financing II	Northwestern	Active General Representation
NorthWestern Capital Financing III	Northwestern	Active General Representation
NorthWestern Energy	Northwestern	Active General Representation
PPL Montana LLC	PPL Montana LLC	Inactive Client
Prudential Securities, Inc.	Prudential Securities, Inc.	Active General Representation

Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
	Prudential Financial Inc.	Active General Representation
Salomon Smith Barney, Inc.	Salomon Smith Barney, Inc.	Active General Representation
	Citigroup Inc.	Active General Representation
UBS Warburg LLC	UBS Warburg LLC	Inactive Client
	UBS AG	Active General Representation
Wilmington Trust Company 34051	Wilmington Trust Company	Active General Representation
Section M: Other Significant Relationships/Potentially Adverse Parties		
Congress Financial	Wachovia	Active General Representation
Lucent Technologies' Enterprise Network Group	Lucent Technologies Inc.	Active General Representation

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EXHIBIT C

Northwestern Corporation

Payments Received June 16, 2003 through Sept. 12, 2003
Our Client Number 31269

<u>Billing Date</u>	<u>Period of Service</u>	<u>Payment Date</u>	<u>Fees Paid</u>	<u>Costs Paid</u>	<u>Total Paid</u>
15-May-03	April 1 through April 30, 2003	31-Jul-03	\$1,175,727.50	\$45,252.25	\$1,220,979.75
18-Jun-03	May 1 through May 31, 2003	31-Jul-03	\$1,052,991.25	\$60,645.23	\$1,113,636.48
8-Jul-03	June 1 through June 30, 2003	29-Aug-03	\$1,113,329.10	\$68,877.28	\$1,200,206.38
18-Aug-03	July 1 through July 31, 2003	10-Sep-03	\$1,299,898.75	\$68,174.64	\$1,368,073.39
31-Aug-03	August 1 through August 31, 2003	10-Sep-03	\$1,586,582.50	\$43,771.81	\$1,630,354.31
11-Sep-03	September 1 through September 14, 2003	12-Sep-03	\$698,865.00	\$87,748.83	\$786,613.83
11-Sep-03	Retainer	12-Sep-03	\$500,000.00	\$0.00	\$500,000.00
11-Sep-03	Estimates of Time through September 14, 2003	12-Sep-03	\$475,000.00	\$0.00	\$475,000.00
			<u>\$7,902,394.10</u>	<u>\$390,470.04</u>	<u>\$8,292,864.14</u>

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
	:	
NORTHWESTERN CORPORATION,	:	Case No. 03-12872 (PJW)
	:	
Debtor.	:	
	:	

**ORDER AUTHORIZING THE EMPLOYMENT OF PAUL, HASTINGS,
JANOFSKY & WALKER LLP AS ATTORNEYS FOR THE DEBTOR**

UPON the application (the "Application") by NorthWestern Corporation, a Delaware corporation (the "Debtor"), pursuant to §§ 327(a) and 328(a) of Title 11 of the United States Code (the "Bankruptcy Code") and Rule 2104(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), for the entry of an order authorizing the retention and employment of Paul, Hastings, Janofsky & Walker LLP ("Paul Hastings") as attorneys for the Debtor effective as of the Petition Date¹; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having reviewed the Application and the Austin Affidavit; and due notice of the Application having been given under the circumstances; and it appearing that no other or further notice of the Application is necessary or required; and the Court having determined that the relief requested in the Application is in the best interests of the Debtor, its estate, its creditors and other parties-in-interest; and after due deliberation and sufficient cause appearing therefore; it is hereby

¹ Any capitalized term used herein but not otherwise defined shall have the meaning ascribed to such term in the Application.

FOUND that:

- A. Paul Hastings does not hold or represent any interest adverse to the Debtor's estate and is a "disinterested person" as defined in Section 101(14) – and required by Section 327(a) – of the Bankruptcy Code; and
- B. None of the payments made to Paul Hastings prior to the Petition Date constitute voidable preferential transfers pursuant to Section 547 of the Bankruptcy Code; and it is therefore

ORDERED, that the Application is **GRANTED**; and it is further

ORDERED, that the Debtor is hereby authorized to retain and employ Paul Hastings as its counsel in this Chapter 11 case, pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code and Bankruptcy Rule 2104(a), effective as of the Petition Date; and it is further

ORDERED, that Paul Hastings is authorized to perform any and all legal services for the Debtor that are necessary or appropriate in connection with this Chapter 11 case; and it is further

ORDERED, that Paul Hastings shall be compensated for its services and reimbursed for any related expense in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any other applicable orders of this Court.

Dated: October __, 2003
Wilmington, Delaware

THE HONORABLE PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE

ORIGINALIN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
NORTHWESTERN CORPORATION,	Case No. 03-12872 (CGC)
Debtor.	Ref. Docket No. 40

**ORDER AUTHORIZING THE EMPLOYMENT OF PAUL, HASTINGS,
JANOFSKY & WALKER LLP AS ATTORNEYS FOR THE DEBTOR**

UPON the application (the "Application") by North Western Corporation, a Delaware corporation (the "Debtor"), pursuant to Section 327(a) of Title 11 of the United States Code (the "Bankruptcy Code") and Rule 2104(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), for the entry of an order authorizing the retention and employment of Paul, Hastings, Janofsky & Walker LLP ("Paul Hastings") as attorneys for the Debtor effective as of the Petition Date¹; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having reviewed the Application and the Austin Affidavit; and due notice of the Application having been given under the circumstances; and it appearing that no other or further notice of the Application is necessary or required; and the Court having determined that the relief requested in the Application is in the best interests of the Debtor, its estate, its creditors and other parties-in-interest; and after due deliberation and sufficient cause appearing therefore; it is hereby

¹ Any capitalized term used herein but not otherwise defined shall have the meaning ascribed to such term in the Application.

FOUND, that Paul Hastings does not hold or represent any interest adverse to the Debtor's estate and is a "disinterested person" as defined in Section 101(14) – and required by Section 327(a) – of the Bankruptcy Code; and it is therefore


ORDERED, that the Application is **GRANTED**; and it is further

ORDERED, that the Debtor is hereby authorized to retain and employ Paul Hastings as its counsel in this Chapter 11 case, pursuant to Section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2104(a), effective as of the Petition Date; and it is further

ORDERED, that Paul Hastings is authorized to perform any and all legal services for the Debtor that are necessary or appropriate in connection with this Chapter 11 case; and it is further

ORDERED, that Paul Hastings shall be compensated for its services and reimbursed for any related expense in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any other applicable orders of this Court.

Dated: October 10, 2003
Wilmington, Delaware



THE HONORABLE CHARLES G. CASE, II
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
	:	
NORTHWESTERN CORPORATION,	:	Case No. 03-12872 (CGC)
	:	
Debtor.	:	

**SUPPLEMENTAL AFFIDAVIT OF JESSE H. AUSTIN III IN CONNECTION
WITH PAUL, HASTINGS, JANOFSKY & WALKER LLP'S EMPLOYMENT AS
ATTORNEYS FOR DEBTOR AND DEBTOR-IN-POSSESSION**

I, Jesse H. Austin III, being duly sworn, hereby depose and say as follows:

1. I am a member of the firm of Paul, Hastings, Janofsky & Walker LLP ("Paul Hastings" or the "Firm"), which maintains offices for the practice of law at 600 Peachtree Street, Atlanta, Georgia 30308. I am admitted to the practice of law in Georgia, the United States District Court for the Northern and Southern Districts of Georgia and the Northern District of Texas, and the 11th Circuit United States Court of Appeals. Unless otherwise stated in this affidavit, I have personal knowledge of the facts set forth herein.

2. On September 17, 2003, I submitted an affidavit (the "Affidavit") in support of the application (the "Application") of the debtor and debtor-in-possession (the "Debtor") in the above-captioned Chapter 11 case for the entry of an order, pursuant to §§ 327(a) and 328(a) of Title 11 of the United States Code (the "Bankruptcy Code"), authorizing the retention and employment of Paul Hasting as attorneys for the Debtor and to provide the disclosures required under § 329 of the Bankruptcy Code, Rules 2014(a)

and 2016(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the rules of this Court.

3. Having received additional information relevant to the Firm's role in this Chapter 11 case, I now seek to supplement my Affidavit. Unless otherwise defined, all capitalized terms used herein have the meaning given to them in the Application.

DISINTERESTEDNESS

4. Neither I, nor Paul Hastings, nor any partner, of counsel, or associate thereof, as far as I have been able to ascertain, has any connection with the Debtor, its creditors, the United States trustee or any other party with an actual or potential interest in this Chapter 11 case or their respective attorneys or accountants, except as set forth in my Affidavit or as follows: the Firm has represented ARCO and/or its affiliates in the past and continues to represent BP Amoco PLC and Dixie Pipeline Company in matters unrelated to the Debtor. Accordingly, Exhibit B to my Affidavit should be amended to include the entries shown on the attachment hereto.

5. In accordance with Bankruptcy Code § 327(a), I respectfully submit that the representation identified above and in the attachment hereto is not materially adverse to the interests of the estate or any class of creditors or equity security holders and would not preclude Paul Hastings' representation of the Debtor. Moreover, pursuant to § 327(c) of the Bankruptcy Code, Paul Hastings is not disqualified from acting as the Debtor's counsel merely because it represents creditors in unrelated matters.

PROFESSIONAL COMPENSATION

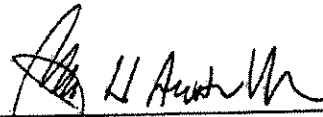
6. In my Affidavit, I stated that Paul Hastings received a pre-petition payment of \$475,000 (the "Payment") for posted and estimated professional fees and expenses incurred pre-petition (the "Estimated Pre-Petition Bill"). I stated that Paul Hastings would issue a final billing statement (the "Final Pre-Petition Bill") for actual fees and disbursements for the period covered by the Estimated Pre-Petition Bill once all fees and disbursements accrued prior to the filing had been finally posted. Such fees and disbursements now have been posted. Paul Hastings has issued the Final Pre-Petition Bill. The Payment has been applied thereto.

7. In my Affidavit, I noted that the information set forth therein represented Paul Hastings' best estimates of its pre-petition charges and retainer amounts as of the date thereof. Now that the Final Pre-Petition Bill has been issued, I am able to provide those amounts. The Final Pre-Petition Bill reflects Paul Hastings' fees in the amount of \$379,835.00 and disbursements in the amount of \$162,151.19 for the period from September 11, 2003 through the Petition Date. Also, Paul Hastings received an advance payment retainer of \$462,427.97 for its post-petition services and expenses to be rendered or incurred for, or on behalf of, the Debtor. Paul Hastings has not shared or agreed to share its compensation with any other entity.

8. Paul Hastings will periodically review its files during the pendency of this Chapter 11 case to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Paul Hastings

will use reasonable efforts to identify such further developments and will promptly file a supplemental affidavit in accordance with Rule 2014(a) of the Bankruptcy Rules.

Executed this 19th day of December 2003.



Jesse H. Austin III
Paul, Hastings, Janofsky & Walker LLP
600 Peachtree Street, N.W., Suite 2400
Atlanta, GA 30308
Telephone: (404) 815-2400
Facsimile: (404) 815-2424

Subscribed and sworn to before me
this 19 day of December 2003.



Notary Public Notary Public, Rockdale County, Georgia
My Commission Expires: My Commission Expires October 4, 2004

ADDITION TO AFFIDAVIT'S EXHIBIT B

Northwestern Corporation Disclosures		
Name of Entity Searched	Name of Entity and/or Affiliate of Entity that is a Paul Hastings client	Status of Client Representation
ARCO	BP Amoco PLC Dixie Pipeline Company	Active General Representation ¹

¹ Active General Representation means corporate or real estate transactional, litigation, tax or employment work unrelated to the Debtor and its affiliates.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

NORTHWESTERN CORPORATION,

Debtor.

Chapter 11

Case No. 03-12872 (CGC)

**SECOND SUPPLEMENTAL AFFIDAVIT OF JESSE H. AUSTIN, III IN
CONNECTION WITH PAUL, HASTINGS, JANOFSKY & WALKER LLP'S
EMPLOYMENT AS ATTORNEYS FOR DEBTOR AND DEBTOR-IN-POSSESSION**

I, Jesse H. Austin, III, being duly sworn, hereby depose and say as follows:

1. I am a member of the firm of Paul, Hastings, Janofsky & Walker LLP ("Paul Hastings" or the "Firm"), which maintains offices for the practice of law at 600 Peachtree Street, Atlanta, Georgia 30308. I am admitted to the practice of law in Georgia, the United States District Court for the Northern and Southern Districts of Georgia and the Northern District of Texas, and the 11th Circuit United States Court of Appeals. Unless otherwise stated in this affidavit, I have personal knowledge of the facts set forth herein.

2. On September 17, 2003, I submitted an affidavit (the "Original Affidavit") in support of the application of the debtor and debtor-in-possession (the "Debtor" or "NorthWestern") in the above-captioned Chapter 11 case for the entry of an order, pursuant to §§ 327(a) and 328(a) of Title 11 of the United States Code (the "Bankruptcy Code"), authorizing the retention and employment of Paul Hasting as attorneys for the Debtor and to provide the disclosures required under § 329 of the Bankruptcy Code,

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#1488

Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the rules of this Court.

3. On December 19, 2003, I submitted a supplemental affidavit (the "First Supplemental Affidavit") disclosing additional entities with an actual or potential interest in the Debtor's case which the Firm has represented and/or continues to represent in matters unrelated to the Debtor.

4. This affidavit supplements the Original Affidavit and the First Supplemental Affidavit with respect to the disclosures set forth herein.

A. NorthWestern's Claims against Netexit, Inc. and its Subsidiaries

5. On May 4, 2004 (the "Netexit Petition Date"), Netexit, Inc. ("Netexit") and its subsidiary debtors (collectively, the "Netexit Debtors") filed voluntary Chapter 11 petitions with this Court. The Netexit Debtors are directly and indirectly owned by the Debtor through preferred and common stock investments.

6. Paul Hastings seeks to be retained in the Netexit Debtors' Chapter 11 cases as their counsel. A hearing with respect to Paul Hastings' retention application is scheduled in the Netexit cases for June 21, 2004.

7. I am informed and believe that Expanets, Inc., the predecessor in interest to Netexit, executed certain promissory notes in favor of NorthWestern as follows: (i) a promissory note dated June 3, 2003 executed by Expanets which had a balance of principal and accrued interest as of the Netexit Petition Date of \$10,177,753; (ii) a demand promissory note dated October 13, 2003 executed by Expanets which had a balance of principal and accrued interest as of the Netexit Petition Date of \$117,955,856;

(iii) a demand promissory note also dated October 13, 2003 executed by Expanets which had a balance of principal and accrued interest as of the Netexit Petition Date of \$56,561,099; and (iv) intercompany accounts payable of \$52,525,567. I am informed and believe that as of the Netexit Petition Date the aggregate indebtedness of Netexit to NorthWestern pursuant to the foregoing promissory notes and accounts payable was approximately \$237,220,000. Additionally, NorthWestern asserts equity interests in Netexit by way of a \$363,627,003 preferred stock investment and a \$500,000 common stock investment. There are also certain indemnification obligations that NorthWestern assumed in connection with the sale of substantially all of the assets of Expanets to Avaya, Inc. (the "Avaya Sale").

a) Separate Counsel for Inter-Estate Claims

8. As detailed above there are certain claims which NorthWestern asserts against the Netexit Debtors and certain indemnification obligations that NorthWestern assumed in connection with the Avaya Sale. In addition, I am informed and believe that Netexit is included as a beneficiary under certain of NorthWestern's insurance policies. In connection with its retention by the Netexit Debtors, Paul Hastings does not propose to represent the Netexit Debtors in connection with any claims that they may hold against NorthWestern. Similarly, pursuant to its existing retention by NorthWestern, Paul Hastings does not propose to represent NorthWestern in connection with any claims that it holds against the Netexit Debtors. The Official Committee of Unsecured Creditors in NorthWestern's Chapter 11 case (the "NorthWestern Creditors' Committee") is playing an active and vigorous role in the NorthWestern case. An Official Committee of

Unsecured Creditors has also been constituted in the Netexit Chapter 11 case (the "Netexit Creditors' Committee") and has retained counsel. To the extent any conflicts arise as between NorthWestern and the Netexit Debtors, the NorthWestern Creditors' Committee and the Netexit Creditors' Committee can, with the assistance of counsel, address any claims of NorthWestern against the Netexit Debtors and adequately represent the interests of the NorthWestern estate with respect to claims against the Netexit Debtors.

B. Magten Asset Management Corporation's Statement

9. On or about April 16, 2004 Magten Asset Management Corporation ("Magten"), along with Law Debenture Trust Company of New York, filed an adversary proceeding against the Debtor styled as Adversary Proceeding No. 04-53324-CGC, and therein asserted various claims with respect to that transaction generally referred to as the "going flat" transaction (the "Magten Adversary Proceeding").

10. On or about May 11, 2004, Magten filed its Statement pursuant to Section 328(c) regarding Paul, Hastings, Janofsky & Walker LLP (the "Magten Statement") asserting that Paul Hastings was no longer disinterested.

11. On or about May 19, 2004, Magten filed its Complaint and Demand for Jury Trial in the case styled Magten Asset Management Corporation, suing individually and derivatively on behalf of Clark Fork and Blackfoot, LLC v. Paul, Hastings, Janofsky & Walker LLP, Cause No. DV-04-131, Montana Second Judicial District Court, Silver Bow County (the "Magten Paul Hastings Litigation") alleging that Paul Hastings

conspired with and aided and abetted the Debtor in alleged wrongful acts arising from the "going flat" transaction.

12. On or about May 14, 2004 the Debtor filed a motion to dismiss the Magten Adversary Proceeding for failing to state a claim upon which relief can be granted. On or about June 2, 2004, Paul Hastings filed its Response to the Magten Statement.

a) Separate Counsel with Respect to the Magten Adversary Proceeding

13. As a result of the filing of the Magten Paul Hastings Litigation and in order to avoid any potential or appearance of any conflict of interest, all matters relating to the Magten Adversary Proceeding have been transferred to Greenberg Traurig LLP. Paul Hastings is no longer handling matters related to the Magten Adversary Proceeding.

DISINTERESTEDNESS

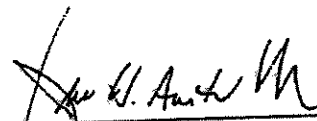
14. Neither I, nor Paul Hastings, nor any partner, of counsel, or associate thereof, as far as I have been able to ascertain, has any connection with the Debtor, its creditors, the United States trustee or any other party with an actual or potential interest in this Chapter 11 case or their respective attorneys or accountants, except as set forth in the Original Affidavit, the First Supplemental Affidavit, herein or as follows: prior to the Debtor's Chapter 11 filing the Firm represented Cornerstone Propane L.P. ("Cornerstone") in connection with two arbitration proceedings, the Richard D. Nye arbitration and the William Woods arbitration, and also provided Cornerstone with limited general corporate counseling services.

PROFESSIONAL COMPENSATION

15. In connection with its representation of Cornerstone, Paul Hastings during the year preceding the Debtor's bankruptcy filing received approximately \$180,327.90 in payment from Cornerstone. This payment included an advance payment in connection with the arbitrations. Since January 2004, no additional services have been provided in connection with the arbitrations. Approximately \$51,406.43 remained of the advance payment. As the Cornerstone matters are currently inactive and Paul Hastings no longer represents Cornerstone in any capacity, Paul Hastings returned the remaining portion of the advance payment in the approximate amount of \$51,406.43 to Cornerstone immediately prior to Cornerstone filing its own Chapter 11 case..

16. Paul Hastings will periodically review its files during the pendency of this Chapter 11 case to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Paul Hastings will use reasonable efforts to identify such further developments and will promptly file a supplemental affidavit in accordance with Rule 2014(a) of the Bankruptcy Rules.

Executed this 16 day of June 2004.



Jesse H. Austin, III
Paul, Hastings, Janofsky & Walker LLP
600 Peachtree Street, N.W., Suite 2400
Atlanta, GA 30308
Telephone: (404) 815-2400
Facsimile: (404) 815-2424

Subscribed and sworn to before me
this 16 day of June 2004.



Notary Public

My Commission Expires:

Notary Public, Rockdale County, Georgia
My Commission Expires October 4, 2004